

IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF OKLAHOMA

(1) KERR-MCGEE CORPORATION,)	
)	
Plaintiff,)	
)	
vs.)	Case No. CIV-05-276-F
)	
(1) CARL C. ICAHN, (2) BARBERRY)	
CORPORATION, (3) HOPPER INVESTMENTS,)	
LLC, (4) HIGH RIVER LIMITED)	
PARTNERSHIP, (5) ICAHN PARTNERS)	
MASTER FUND LP, (6) ICAHN OFFSHORE LP,)	
(7) CCI OFFSHORE LLC, (8) ICAHN)	
PARTNERS LP, (9) ICAHN ONSHORE LP,)	
(10) CCI ONSHORE LLC, (11) JANA)	
PARTNERS LLC, (12) BARRY ROSENSTEIN,)	
and (13) GARY CLAAR,)	
)	
Defendants.)	

STIPULATION OF DISMISSAL WITH PREJUDICE

Plaintiff Kerr-McGee Corporation and Defendants Carl C. Icahn, Barberry Corporation, Hopper Investments, LLC, High River Limited Partnership, Icahn Partners Master Fund LP, Icahn Offshore LP, CCI Offshore LLC, Icahn Partners LP, Icahn Onshore LP, CCI Onshore LLC, JANA Partners LLC, Barry Rosenstein, and Gary Claar, each by and through counsel, stipulate and agree that the claims asserted herein are dismissed with prejudice to refiling.

Respectfully submitted,

s/Charles B. Goodwin

HARRY A. WOODS, JR., OBA #9863

CHARLES B. GOODWIN, OBA #17637

Crowe & Dunlevy, P.C.

20 North Broadway, Suite 1800

Oklahoma City, Oklahoma 73102

Telephone: (405) 235-7700

Facsimile: (405) 239-6651

E-mail: woodsh@crowedunlevy.com
goodwinc@crowedunlevy.com

Attorneys for Plaintiff Kerr-McGee Corporation

Of Counsel:

Peter J. Nickles
COVINGTON & BURLING
1201 Pennsylvania Avenue
Washington, DC 20004
(202) 662-2000
(202) 662-6291 fax
pnickles@cov.com

Thomas L. Cubbage III, OBA #20133
Kerr-McGee Shared Services Company LLC
P.O. Box 25861
Oklahoma City, Oklahoma 73125
(405) 270-1313
(405) 270-4101 fax
tcubbage@kmg.com

David W. Haller
Jonathan M. Sperling
Mark P. Gimbel
COVINGTON & BURLING
1330 Avenue of the Americas
New York, New York 10019
(212) 841-1000
(212) 841-1010 fax
dhaller@cov.com

s/Timothy D. DeGiusti

*(Signed by Filing Attorney with permission
of Defendants' Attorney)*

Don G. Holladay, OBA #4294
Timothy D. DeGiusti, OBA #13215
HOLLADAY CHILTON & DeGIUSTI
204 N. Robinson, Suite 1550
Oklahoma City, OK 73102
Telephone: (405) 236-2343
Facsimile: (405) 236-2349
Email: dholladay@hcdattorneys.com
tdegiusti@hcdattorneys.com

*Attorneys for Defendants 1-10: Carl C. Icahn;
Barberry Corporation; Hopper Investments,
L.L.C., High River Limited Partnership; Icahn
Partners Master Fund LP; Icahn Offshore LP;
CCI Offshore, LLC; Icahn Partners, LP; Icahn
Onshore, LP; and CCI Onshore, LLC.*

s/George S. Corbyn

*(Signed by Filing Attorney with permission
of Defendants' Attorney)*

George S. Corbyn, OBA #1910
Kathryn M. Zynda, OBA #15880
CORBYN LAW FIRM
Two Leadership Square
211 N. Robinson, Suite 1120
Oklahoma City, OK 73102
Telephone: (405) 239-7055
Facsimile: (405) 239-2436
Email: gcorbyn@corbynlaw.com

*Attorneys for Defendants, 11-13: JANA
Partners, L.L.C., Barry Rosenstein, and
Gary Claar*

Of Counsel:

Theodore Altman
Douglas Rappaport
DLA PIPER RUDNICK GRAY CARY
1251 Avenue of the Americas
New York, New York 10020
(212) 835-6060 telephone
(212) 835-6001 facsimile
E-mail: theodore.altman@dlapiper.com

Howard O. Godnick
Marcy Ressler Harris
SCHULTE ROTH & ZABEL LLP
919 Third Avenue
New York, New York 10022
(212) 756-2000 - telephone
(212) 756-5955 - facsimile
Email: marcy.harris@srz.com

CERTIFICATE OF SERVICE

I certify that on April 14, 2005, I electronically transmitted the attached document to the Clerk of the Court using the ECF system for filing and transmittal of a Notice of Electronic Filing to the following ECF registrants:

Don G. Holladay
dholladay@hcdattorneys.com

George S. Corbyn, Jr.
gcorbyn@corbynlaw.com

Timothy D. DeGiusti
tdegiusti@hcdattorneys.com

Kathryn M. Zynda
kzynda@corbynlaw.com

Theodore Altman
theodore.altman@dlapiper.com

Howard O. Godnick
howard.godnick@srz.com

Robert Brownlie
robert.brownlie@dlapiper.com

Marcy R. Harris
marcy.harris@srz.com

Douglas Rappaport
douglas.rappaport@dlapiper.com

Sujeet Dinesh Mehta
sujeet.mehta@srz.com

Joshua S. Sohn
joshua.sohn@dlapiper.com

Nikhil Sampat Singhvi
nick.singhvi@srz.com

David F. Gross
david.gross@dlapiper.com

*Counsel for Jana Partners LLC, Barry
Rosenstein, and Gary Claar*

*Counsel for Carl C. Icahn, Barberry
Corporation, Hopper Investments LLC, High
River Limited Partnership, Icahn Partners
Master Fund LP, Icahn Offshore LP, CCI
Offshore LLC, Icahn Partners LP, Icahn
Onshore LP, and CCI Onshore LLC*

s/Charles B. Goodwin
Charles B. Goodwin